

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<hr/> In re: W.R. GRACE & CO., <u>et al.</u>, <div style="text-align: center;">Reorganized Debtors.</div> <hr/>)))))))	Chapter 11 Case No. 01-1139 (KJC) Objection Deadline: July 11, 2014 at 4:00 p.m. Hearing: October 14, 2014 at 10:00 a.m.
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**COVER SHEET TO THE FOURTH QUARTERLY AND FINAL FEE APPLICATION
OF ORRICK, HERRINGTON & SUTCLIFFE LLP AS BANKRUPTCY CO-COUNSEL
TO DAVID T. AUSTERN, FORMER ASBESTOS PI FUTURE CLAIMANTS'
REPRESENTATIVE, AND ROGER FRANKEL, SUCCESSOR ASBESTOS PI FUTURE
CLAIMANTS' REPRESENTATIVE, FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND
NECESSARY EXPENSES INCURRED FOR THE FOURTH QUARTERLY PERIOD
FROM JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014 AND THE FINAL FEE
PERIOD FROM FEBRUARY 6, 2006 THROUGH FEBRUARY 3, 2014**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP ("Orrick")
Authorized to Provide Professional Services to:	<ul style="list-style-type: none"> David T. Austern, Former Asbestos Personal Injury Future Claimants' Representative ("Former FCR"), from February 6, 2006 through May 15, 2013 Roger Frankel, Successor Asbestos Personal Injury Future Claimants' Representative ("Successor FCR"), from May 16, 2013 through February 3, 2014¹
Date of Retention:	<ul style="list-style-type: none"> As bankruptcy co-counsel to the Former FCR: As of February 6, 2006, pursuant to Order entered by the Court on May 8, 2006 [Dkt. No. 12379] As bankruptcy co-counsel to the Successor FCR: As of May 16, 2013, pursuant to Order entered by the Court on July 31, 2013 [Dkt. No. 30902]

¹ Pursuant to this Court's Order authorizing the Successor FCR's retention of Orrick as his bankruptcy co-counsel, Orrick is authorized to file a single consolidated final fee application covering all of the fees and expenses incurred in connection with its bankruptcy services provided to the Former FCR and the Successor FCR [Dkt. No 30902].

Periods for which Compensation and Reimbursement is Sought:	<u>Fourth Quarterly Period As Bankruptcy Co-Counsel to the Successor FCR:</u> January 1, 2014 - February 3, 2014	<u>Final Fee Period As Bankruptcy Co-Counsel to the Former FCR and Successor FCR:</u> February 6, 2006 - February 3, 2014
Total Fees Requested in this Final Fee Application:	\$196,364.25	\$27,004,456.50 ²
Total Expenses Requested in this Final Fee Application:	\$9,728.20	\$2,168,891.33 ³
Total Fees & Expenses Requested in this Final Fee Application:	\$206,092.45	\$29,173,347.83
Total Fees Previously Approved:	To Be Considered with this Final Fee Application	\$26,473,308.75 ⁴
Total Expenses Previously Approved:	To Be Considered with this Final Fee Application	\$2,151,203.18 ⁵
Total Hours:	316.60	46,517.20

² The total fees requested in this Final Fee Application is equal to the sum of all fees previously approved by this Court pursuant to Orrick's 1st through 30th quarterly fee applications (\$26,196,872.25), as bankruptcy co-counsel to the Former FCR, and 1st through 2nd quarterly fee applications (\$276,436.50), as bankruptcy co-counsel to the Successor FCR plus the fees requested in Orrick's 3rd and 4th quarterly fee applications for October 1, 2013 - December 31, 2013 (\$334,783.50) and January 1, 2014 - February 3, 2014 (\$196,364.25) in connection with bankruptcy services provided to the Successor FCR, which, as of the date of this Final Fee Application, remain pending before this Court.

³ The amount of final expense reimbursement requested in this Final Fee Application is equal to the sum of all expenses previously approved by this Court pursuant to Orrick's 1st through 30th quarterly fee applications (\$2,142,479.72), as bankruptcy co-counsel to the Former FCR, and 1st through 2nd quarterly fee applications (\$8,723.46), as bankruptcy co-counsel to the Successor FCR plus the expenses requested in Orrick's 3rd and 4th quarterly fee applications for October 1, 2013 - December 31, 2013 (\$7,959.95) and January 1, 2014 - February 3, 2014 (\$9,728.20) in connection with expenses incurred while providing bankruptcy services to the Successor FCR, which, as of the date of this Final Fee Application, remain pending before this Court.

⁴ This total is the sum of Orrick's approved fees for its 1st through 30th quarterly fee applications as bankruptcy co-counsel to the Former FCR, plus Orrick's approved fees for its 1st and 2nd quarterly fee applications as bankruptcy co-counsel to the Successor FCR.

⁵ This total is the sum of Orrick's approved expenses for its 1st through 30th quarterly fee applications as bankruptcy co-counsel to the Former FCR, plus Orrick's approved expenses for its 1st and 2nd quarterly fee applications as bankruptcy co-counsel to the Successor FCR.

This is an _____ interim X final application.

Pursuant to Section 2.1.1(b) of the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., *et al.*, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders as Modified through December 23, 2010, and Section VIII of the Recommended Findings of Fact, Conclusions of Law and Order Regarding Confirmation of First Amended Joint Plan of Reorganization as Modified through December 23, 2010, Orrick will submit invoices to the above-captioned Reorganized Debtors for services rendered and expenses incurred after February 3, 2014.

**SUMMARY OF QUARTERLY FEE APPLICATIONS FILED DURING
THE FINAL FEE PERIOD: FEBRUARY 6, 2006 – FEBRUARY 3, 2014**

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses as of May 9, 2014		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/ Expenses	Dated Filed (DI No.)
Bankruptcy Co-Counsel to David T. Austern, Former FCR							
6/29/06 D.I. 12731 (1 st Quarterly)	1/1/06-3/31/06	\$206,292.25	\$7,501.32	\$206,292.25	\$7,501.32	\$0.00	9/26/06 D.I. 13298
8/21/06 D.I. 13027 (2 nd Quarterly)	4/1/06-6/30/06	\$456,045.25	\$14,568.92	\$456,045.25	\$14,568.92	\$0.00	12/19/06 D.I. 14069
11/16/06 D.I. 13686 (3 rd Quarterly)	7/1/06-9/30/06	\$558,019.75	\$25,651.67	\$558,019.75	\$25,651.67	\$0.00	3/30/07 D.I. 15044
2/21/07 D.I. 14630 (4 th Quarterly)	10/1/06-12/31/06	\$841,070.00	\$98,378.95	\$829,995.50	\$97,603.44	\$0.00	6/20/07 D.I. 16105
8/9/07 D.I. 16516 (5 th Quarterly)	1/1/07-3/31/07	\$1,098,668.00	\$57,670.14	\$1,098,668.00	\$56,678.49	\$0.00	9/25/07 D.I. 16916
11/5/07 D.I. 17290 (6 th Quarterly)	4/1/07-6/30/07	\$1,021,931.50	\$168,071.15	\$1,011,439.00	\$168,071.15	\$0.00	12/13/07 D.I. 17629
1/11/08 D.I. 17801 (7 th Quarterly)	7/1/07-9/30/07	\$1,318,928.25	\$506,330.27	\$1,318,928.25	\$494,922.82	\$0.00	3/12/08 D.I. 18270
4/29/08 D.I. 18631 (8 th Quarterly)	10/1/07-12/31/07	\$2,577,801.25	\$276,906.50	\$2,577,801.25	\$271,707.53	\$0.00	6/23/08 D.I. 18989

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses as of May 9, 2014		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/ Expenses	Dated Filed (DI No.)
8/4/08 D.I. 19222 (9 th Quarterly)	1/1/08-3/31/08	\$2,834,348.75	\$436,062.97	\$2,815,254.75	\$432,017.97	\$0.00	10/1/08 D.I. 19663
10/2/08 D.I. 19694 (10 th Quarterly)	4/1/08-6/30/08	\$1,060,594.00	\$96,239.02	\$1,060,241.50	\$96,109.01	\$0.00	12/7/08 D.I. 20283
11/25/08 D.I. 20136 (11 th Quarterly)	7/1/08-9/30/08	\$1,205,058.75	\$69,698.64	\$1,205,058.75	\$69,589.08	\$0.00	4/2/09 D.I. 21173
4/13/09 D.I. 21255 (12 th Quarterly)	10/1/08-12/31/08	\$1,133,553.25	\$95,017.93	\$1,133,333.25	\$94,922.93	\$0.00	7/7/09 D.I. 22354
6/25/09 D.I. 22253 (13 th Quarterly)	1/1/09-3/31/09	\$1,497,820.75	\$56,151.13	\$1,495,903.25	\$56,047.01	\$0.00	9/28/09 D.I. 23352
9/15/09 D.I. 23243 (14 th Quarterly)	4/1/09-6/30/09	\$1,300,578.75	\$44,857.50	\$1,295,685.75	\$44,857.50	\$0.00	12/11/09 D.I. 23996
11/20/09 D.I. 23807 (15 th Quarterly)	7/1/09-9/30/09	\$1,674,330.00	\$57,526.76	\$1,674,330.00	\$57,172.92	\$0.00	3/19/10 D.I. 24470
3/2/10 D.I. 24397 (16 th Quarterly)	10/1/09-12/31/09	\$1,091,059.75	\$45,541.09	\$1,091,059.75	\$45,541.09	\$0.00	6/7/10 D.I. 24917
3/3/09 D.I. 20904 (17 th Quarterly)	1/1/10-3/31/10	\$949,778.00	\$30,135.35	\$948,928.00	\$29,968.35	\$0.00	9/13/10 D.I. 25397
11/8/10 D.I. 25720 (18 th Quarterly)	4/1/10-6/30/10	\$640,112.00	\$13,586.57	\$640,112.00	\$13,586.57	\$0.00	12/10/10 D.I. 25905
1/14/11 D.I. 26076 (19 th Quarterly)	7/1/10-9/30/10	\$321,026.50	\$4,390.47	\$321,026.50	\$4,390.47	\$0.00	3/24/11 D.I. 26623
3/25/11 D.I. 26635 (20 th Quarterly)	10/1/10-12/31/10	\$303,224.75	\$3,984.67	\$302,144.75	\$3,953.67	\$0.00	6/30/11 D.I. 27188
5/17/11 D.I. 26946 (21 st Quarterly)	1/1/11-3/31/11	\$480,156.25	\$14,901.02	\$480,156.25	\$14,626.02	\$0.00	9/20/11 D.I. 27622
8/16/11 D.I. 27440 (22 nd Quarterly)	4/1/11-6/30/11	\$711,762.00	\$6,450.32	\$711,762.00	\$6,450.32	\$0.00	12/14/11 D.I. 28150

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses as of May 9, 2014		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/Expenses	Dated Filed (DI No.)
1/13/12 D.I. 28355 (23 rd Quarterly)	7/1/11-9/30/11	\$486,275.25	\$7,381.60	\$486,275.25	\$7,227.60	\$0.00	3/23/12 D.I. 28705
3/27/12 D.I. 28724 (24 th Quarterly)	10/1/11-12/31/11	\$202,189.50	\$2,772.72	\$201,122.00	\$2,685.72	\$0.00	6/14/12 D.I. 29054
5/22/12 D.I. 28952 (25 th Quarterly)	1/1/12-3/31/12	\$462,548.25	\$7,444.37	\$462,548.25	\$7,444.37	\$0.00	10/9/12 D.I. 29746
9/14/12 D.I. 29626 (26 th Quarterly)	4/1/12-6/30/12	\$433,129.75	\$5,928.97	\$433,048.75	\$5,718.97	\$0.00	12/11/12 D.I. 30036
11/21/12 D.I. 29923 (27 th Quarterly)	7/1/12-9/30/12	\$553,578.25	\$6,165.47	\$553,578.25	\$6,113.97	\$0.00	3/27/13 D.I. 30440
4/4/13 D.I. 30476 (28 th Quarterly)	10/1/12-12/31/12	\$382,951.50	\$4,642.92	\$382,951.50	\$3,983.65	\$0.00	7/31/13 D.I. 30907
8/30/13 D.I. 31044 (29 th Quarterly)	1/1/13-3/31/13	\$293,944.50	\$632.05	\$293,944.50	\$632.05	\$0.00	9/24/13 D.I. 31158
9/13/13 D.I. 31128 (30 th Quarterly)	4/1/13-5/14/13	\$151,218.00	\$2,735.14	\$151,218.00	\$2,735.14	\$0.00	12/17/13 D.I. 31482
Bankruptcy Co-Counsel to Roger Frankel, Successor FCR							
9/13/13 D.I. 31129 (1 st Quarterly)	5/15/13-6/30/13	\$137,865.00	\$4,909.25	\$137,865.00	\$4,909.25	\$0.00	12/17/13 D.I. 31482
12/5/13 D.I. 31435 (2 nd Quarterly)	7/1/13-9/30/13	\$138,571.50	\$3,814.21	\$138,571.50	\$3,814.21	\$0.00	3/31/14 D.I. 31963
3/14/14 D.I. 31861 (3 rd Quarterly)	10/1/13-12/31/13	\$334,783.50	\$7,959.95	\$267,826.80 (80% fees paid – approval pending)	\$7,959.95 (100% expenses paid – approval ending)	\$66,956.70 (20% holdback on fees – approval pending)	Set for hearing on May 28, 2014
To Be Considered with this Final Fee Application (4 th Quarterly)	1/1/14-2/3/14	\$196,364.25	\$9,728.20	\$157,091.40 (80% fees paid – approval pending)	\$9,728.20 (100% expenses paid – approval pending)	\$39,272.85 (20% holdback on fees – approval pending)	Set for hearing on October 14, 2014

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses as of May 9, 2014		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Fees/Expenses	Dated Filed (DI No.)
TOTAL		\$27,055,579.00	\$2,193,737.21	\$26,898,226.95 (approval pending)	\$2,168,891.33 (approval pending)	\$106,229.55 (fees) \$0.00 (expenses)	--

SUMMARIES RELATING TO FOURTH QUARTERLY PERIOD:
JANUARY 1, 2014 - FEBRUARY 3, 2014

MONTHLY FEE APPLICATION FILED FOR FOURTH QUARTERLY PERIOD

Date Filed (DI No.)	Period Covered	Requested Fees (100%)	Requested Expenses (100%)	Fees Paid	Expenses Paid	CNO Filed (DI No.)
2/25/14 D.I. 31860	1/1/14-2/3/14	\$196,364.25	\$9,728.20	\$157,091.40 (80% fees paid – approval pending)	\$9,728.20 (100% expenses paid – approval pending)	4/8/14 D.I. 31992
TOTAL:	1/1/14-2/3/14	\$196,364.25	\$9,728.20	\$157,091.40	\$9,728.20	--

**SUMMARY OF TIME EXPENDED BY
PROFESSIONAL DURING FOURTH QUARTERLY PERIOD**

Name of Professional	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Richard Smith	Partner, M&A and Private Equity 1983	\$905	4.40	\$3,982.00
Richard H. Wyron	Partner, Restructuring 1979	\$875	48.70	\$40,381.25
Of Counsel				
Peri Mahaley	Of Counsel, Insurance 1979	\$695	15.30	\$10,633.50
Mary Wallace	Of Counsel, Restructuring 1989	\$765	29.70	\$22,720.50
Associates				
Debra L. Felder	Associate, Restructuring 2002	\$685	156.90	\$101,654.00
Paraprofessionals				
Bryan J. Coffey	Analyst	\$290	.50	\$145.00
Debra Fullem	Bankruptcy Specialist	\$285	58.20	\$16,587.00
Laura Lukasik	Paralegal	\$90	2.90	\$261.00
TOTAL:			316.60	\$196,364.25
Blended Rate: \$620.23				

**SUMMARY OF COMPENSATION BY
PROJECT CATEGORY DURING FOURTH QUARTERLY PERIOD**

Project Category	Hours Billed	Total Fees Requested
Compensation of Professionals - Orrick	10.50	\$3,609.50
Compensation of Professionals - Other	23.10	\$7,315.00
Insurance	14.70	\$10,170.50
Litigation	168.90	\$119,430.00
Plan and Disclosure Statement	34.90	\$26,930.50
Retention of Professionals - Orrick	6.80	\$2,989.00
Retention of Professionals - Other	35.60	\$17,866.00
Travel (Non-Working)	22.10	\$8,053.75
TOTAL:	316.60	\$196,364.25

SUMMARY OF EXPENSES INCURRED DURING FOURTH QUARTERLY PERIOD

Expense Category	Total
Duplicating (Color)	\$187.70
Duplicating (B/W)	\$3,061.78
Express Delivery	\$43.90
Meals	\$152.51
Pacer	\$642.90
Parking	\$140.00
Postage	\$797.80
Taxi	\$218.05
Travel – Air & Train	\$3,574.20
Travel – Hotel	\$903.76
Travel – Mileage	\$5.60
TOTAL:	\$9,728.20

SUMMARIES RELATING TO FINAL FEE PERIOD:
FEBRUARY 6, 2006 - FEBRUARY 3, 2014

SUMMARY OF TIME EXPENDED BY
PROFESSIONAL DURING FINAL FEE PERIOD

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
John Ansbro	Partner, Litigation 1995	\$570	23.00	\$13,110.00
		\$625	1,866.40	\$1,133,968.75
		\$690	628.00	\$407,169.00
Alan Benjamin	Partner, Banking & Finance 1977	\$750	9.60	\$7,200.00
William Berry	Partner, Compensation & Benefits 1972	\$620	13.70	\$8,494.00
		\$760	0.30	\$228.00
Grady Bolding	Partner, Tax 1977	\$750	10.10	\$7,575.00
John P. Cook	Partner, M&A and Private Equity 1996	\$680	0.80	\$544.00
Brett Cooper	Partner, Capital Markets 1995	\$680	0.10	\$68.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Peter J. Connors	Partner, Tax 1976	\$895	6.90	\$6,175.50
Stephen G. Foresta	Partner, Insurance 1987	\$675	24.10	\$16,267.50
		\$825	64.70	\$53,377.50
Roger Frankel	Partner, Restructuring 1971	\$725	620.20	\$440,836.25
		\$770	716.50	\$540,578.50
		\$875	1,420.60	\$1,203,912.50
		\$945	1,312.10	\$1,213,758.00
		\$985	1,565.10	\$1,519,313.25
		\$995	1,122.30	\$1,102,559.50
Adam W. Goldberg	Partner, Litigation 1994	\$570	3.60	\$2,052.00
Jonathan P. Guy	Partner, Litigation 1993	\$605	109.30	\$66,126.50
		\$650	77.00	\$50,050.00
		\$720	54.20	\$39,024.00
		\$755	910.20	\$675,687.25
		\$810	22.10	\$16,483.50
Barbara M. Lange	Partner, Corporate & Securities 1994	\$575	10.30	\$5,922.50
Robert F. Lawrence	Partner, Energy & Infrastructure 1983	\$600	7.10	\$4,260.00
		\$650	35.80	\$23,270.00
		\$715	28.70	\$20,520.50
		\$750	8.60	\$6,450.00
Raymond G. Mullady, Jr.	Partner, Litigation 1983	\$635	95.90	\$60,896.50
		\$660	252.80	\$166,848.00
		\$695	1,197.70	\$813,173.75
		\$710	560.00	\$387,979.50
		\$745	0.30	\$223.50
Jay K. Musoff	Partner, Litigation 1993	\$625	12.70	\$7,937.50
		\$720	0.30	\$216.00
John Narducci	Partner, Tax 1998	\$775	0.20	\$155.00
		\$810	0.20	\$162.00
Mark J. Plumer	Partner, Insurance 1986	\$795	18.90	\$15,025.50
		\$835	3.80	\$3,173.00
Garret G. Rasmussen	Partner, Antitrust & Competition 1974	\$645	219.70	\$141,706.50
		\$700	381.70	\$267,190.00
		\$800	254.80	\$202,960.00
Jeannie Shin	Partner, M&A and Private Equity 1999	\$715	21.20	\$15,158.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Richard V. Smith	Partner, M&A and Private Equity 1983	\$775	192.40	\$135,431.25
		\$815	38.80	\$31,622.00
		\$850	5.30	\$4,505.00
		\$875	24.90	\$21,787.50
		\$905	4.40	\$3,982.00
Scott A. Stengel	Partner, Restructuring 1996	\$690	67.90	\$46,851.00
Michael T. Stolper	Partner, Insurance 1993	\$585	12.00	\$7,020.00
Christopher Vejnaska	Partner, Mass Torts & Product Liability 1980	\$665	2.60	\$1,703.00
Eric C. Wall	Partner, Tax 2002	\$695	2.20	\$1,529.00
Richard H. Wyron	Partner, Restructuring 1979	\$645	514.10	\$326,337.75
		\$700	346.30	\$238,035.00
		\$775	1,146.00	\$863,195.00
		\$815	1,361.40	\$1,089,125.25
		\$850	1,386.90	\$1,161,015.00
		\$875	1,068.70	\$920,762.50
Counsel				
Monique D. Almy	Of Counsel, Restructuring 1987	\$525	11.40	\$5,985.00
Wendy Curtis	Special Counsel, Litigation 1998	\$450	0.60	\$270.00
Jeffrey D. Hermann	Of Counsel, Restructuring 1977	\$570	5.50	\$3,135.00
		\$605	2.20	\$1,331.00
Peri Mahaley	Of Counsel, Insurance 1979	\$575	163.10	\$93,782.50
		\$605	1,704.60	\$1,018,033.50
		\$650	778.90	\$504,335.00
		\$665	58.90	\$39,168.50
		\$695	15.30	\$10,633.50
Dora Mao	Senior Counsel, Structured Finance 1987	\$635	0.30	\$190.50

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Clayton S. Reynolds	Senior Counsel, Tax 1979	\$700	49.40	\$34,580.00
		\$800	56.80	\$45,440.00
		\$840	13.80	\$11,592.00
Mary A. Wallace	Contract Attorney, Restructuring 1989	\$500	25.70	\$12,850.00
		\$550	261.80	\$143,990.00
		\$620	534.80	\$324,477.00
		\$650	140.20	\$91,130.00
		\$675	0.30	\$202.50
		\$710	31.70	\$22,507.00
		\$740	56.00	\$41,440.00
		\$765	29.70	\$22,720.50
Associates				
Justin Bagdady	Summer Associate	\$270	11.20	\$3,024.00
Christopher Britt	Associate, Litigation 2007	\$235	56.50	\$13,277.50
		\$270	38.40	\$10,368.00
		\$340	14.60	\$4,964.00
James Burke	Associate, Litigation 2008	\$285	188.30	\$53,665.50
		\$360	612.10	\$220,356.00
		\$445	121.40	\$54,023.00
		\$530	63.60	\$33,708.00
		\$550	33.00	\$18,150.00
Matthew W. Cheney	Associate, Restructuring 1997	\$490	68.10	\$33,369.00
Charity R. Clark	Associate, Restructuring 2005	\$440	169.60	\$74,624.00
		\$470	13.00	\$6,110.00
Stephanie M. Cowles	Associate, Litigation 2008	\$270	99.70	\$26,919.00
		\$340	44.80	\$15,232.00
Jordan Coyle	Associate, Intellectual Property 2008	\$250	1.70	\$425.00
Joshua M. Cutler	Associate, Litigation 2003	\$430	115.70	\$47,601.00
		\$465	165.60	\$77,004.00
		\$500	276.80	\$131,425.00
		\$555	157.70	\$87,523.50
Alyssa D. Englund	Associate, Restructuring 2001	\$560	5.50	\$3,080.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Debra L. Felder	Associate, Restructuring 2002	\$405	591.20	\$237,633.75
		\$430	496.50	\$212,957.50
		\$465	1,403.40	\$645,257.25
		\$490	443.10	\$213,689.00
		\$530	806.70	\$420,475.50
		\$560	296.30	\$165,928.00
		\$590	752.50	\$443,975.00
		\$645	993.00	\$634,680.00
		\$650	937.80	\$608,107.50
Zachary Finley	Associate, Banking & Finance 2003	\$685	156.90	\$101,654.00
		\$540	161.80	\$78,219.00
		\$570	63.20	\$36,024.00
		\$600	160.40	\$96,240.00
Alexandra G. Freidberg	Associate, Environmental 2007	\$645	1.20	\$774.00
		\$270	83.00	\$22,410.00
Elizabeth Han	Summer Associate	\$340	16.50	\$5,610.00
Dao Huynh	Associate, Restructuring 2009	\$270	11.80	\$3,186.00
Aaron F. Jennings	Associate, Restructuring 2009	\$330	34.10	\$11,253.00
Nicole M. Jones	Summer Associate	\$360	68.40	\$24,624.00
		\$270	141.00	\$38,070.00
		\$355	86.20	\$30,601.00
Antony P. Kim	Associate, Litigation 2006	\$400	75.40	\$30,160.00
		\$375	3.30	\$1,237.50
		\$430	67.90	\$29,197.00
		\$465	436.20	\$202,833.00
		\$500	495.50	\$244,750.00
Daniel Knepper	Associate, Antitrust & Competition 2003	\$555	3.70	\$2,053.50
		\$270	2.10	\$567.00
		\$270	2.10	\$567.00
Jerome Ku	Associate, Energy & Infrastructure 2006	\$270	2.10	\$567.00
Erin Langley	Associate, Corporate 2002	\$510	5.30	\$2,703.00
Stephen Lessard	Summer Associate	\$270	15.90	\$4,293.00
David Lin	Associate, Tax 2008	\$270	22.80	\$6,156.00
		\$575	2.40	\$1,380.00
David Lin	Associate, Banking & Finance 2008	\$320	4.30	\$1,376.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Katherine E. Maco	Associate, Securities Litigation & Regulatory Enforcement	\$270	197.70	\$53,379.00
		\$340	243.00	\$82,620.00
Inessa M. Mirkin	Associate, Litigation 2009	\$355	46.00	\$16,330.00
Laura Muldoon	Associate, Litigation 2008	\$250	4.10	\$1,025.00
Kimberly Neureiter	Associate, Restructuring 2002	\$375	116.20	\$43,575.00
Christopher O'Connell	Associate, Litigation 2003	\$390	18.70	\$7,293.00
		\$430	191.50	\$82,345.00
		\$470	269.30	\$126,571.00
Kathleen A. Orr	Associate, Litigation 2001	\$560	42.80	\$23,968.00
		\$620	644.90	\$399,838.00
		\$645	3.20	\$2,064.00
John Pitts	Associate, Litigation 2008	\$235	7.30	\$1,715.50
		\$270	47.20	\$12,744.00
		\$340	224.40	\$75,786.00
Jonas Robison	Associate, Corporate, 2010	\$375	5.40	\$2,025.00
Courtney M. Rogers	Associate, Restructuring 2006	\$270	22.10	\$5,967.00
		\$355	10.10	\$3,585.50
		\$400	52.20	\$20,880.00
Donald Snead	Associate, Corporate 2007	\$320	4.50	\$1,440.00
		\$400	5.50	\$2,200.00
Emily S. Somers	Associate, Litigation 2006	\$270	170.60	\$44,307.00
		\$355	482.90	\$168,429.75
		\$400	156.00	\$62,400.00
Evgenia Sorokina	Associate, Corporate 2003	\$270	2.50	\$675.00
Katherine S. Thomas	Associate, Restructuring 2004	\$325	92.40	\$30,030.00
		\$365	17.40	\$6,525.00
		\$390	27.10	\$10,569.00
		\$430	165.40	\$71,122.00
		\$470	264.20	\$124,174.00
		\$500	34.00	\$17,000.00
		\$525	4.60	\$2,415.00
Shannon Dawn Venegas	Associate, Litigation 2004	\$325	98.00	\$31,850.00
		\$375	196.50	\$73,687.50
		\$390	126.70	\$48,633.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Annie L. Weiss	Associate, Litigation, 2004	\$375	58.50	\$21,937.50
		\$390	310.70	\$120,198.00
		\$430	317.40	\$136,482.00
		\$470	288.00	\$132,093.50
Catharine L. Zurbrugg	Associate, Litigation 2005	\$355	702.90	\$243,707.50
		\$390	198.80	\$77,532.00
		\$440	166.60	\$71,764.00
Paraprofessionals				
William Addo	Research Specialist	\$205	2.70	\$553.50
		\$220	1.30	\$286.00
Rachael M. Barainca	Legal Assistant	\$140	530.90	\$74,326.00
		\$150	633.00	\$94,950.00
		\$160	119.30	\$19,088.00
Carrie Barclay	Research Specialist	\$230	0.30	\$69.00
Caren Bieberman	Librarian	\$195	3.30	\$643.50
		\$205	0.50	\$102.50
James Cangialosi	Legal Assistant	\$220	1.50	\$330.00
		\$235	350.50	\$81,780.00
		\$260	483.50	\$123,370.00
Bryan J. Coffey	Analyst	\$290	0.50	\$145.00
Aaron Cohen	Paralegal	\$160	2.50	\$400.00
		\$170	0.50	\$85.00
Stephen Cruzado	Paralegal	\$220	7.00	\$1,540.00
		\$230	136.40	\$31,372.00
		\$240	26.00	\$6,240.00
Alan Dubin	Project Technology	\$195	5.50	\$1,072.50
		\$205	3.90	\$799.50
Yonatan Even	Paralegal	\$200	14.30	\$2,860.00
Debra O. Fullem	Bankruptcy Research Specialist	\$210	254.60	\$53,466.00
		\$225	164.10	\$36,922.50
		\$245	418.60	\$102,557.00
		\$255	306.30	\$78,106.50
		\$265	403.80	\$107,007.00
		\$270	528.80	\$142,776.00
		\$285	58.20	\$16,587.00
Aurora Hamilton	Paralegal	\$190	14.10	\$2,679.00
		\$200	20.00	\$4,000.00
		\$220	1.50	\$330.00
Saira Hosein	Legal Assistant	\$205	5.50	\$1,127.50
		\$230	3.00	\$690.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Timothy J. Hoye	Practice Support Project Coordinator	\$195	105.50	\$20,572.50
		\$210	63.20	\$13,272.00
Dmitry Iofe	Project Technology	\$180	6.00	\$1,080.00
		\$190	11.50	\$2,185.00
		\$205	1.00	\$205.00
Thomas Kim	Legal Assistant	\$180	10.50	\$1,890.00
		\$195	34.00	\$6,630.00
Karen Jewell	Legal Assistant	\$150	11.30	\$1,695.00
Edward Lafayette	Legal Assistant	\$145	30.00	\$4,350.00
Loc Q. Le	Paralegal	\$170	5.80	\$986.00
Laura Lukasik	Paralegal	\$90	9.00	\$810.00
Jennifer McClune	Librarian	\$185	5.50	\$1,017.50
Frances McKeown	Research Specialist	\$220	1.00	\$220.00
Melanie Merchant	Paralegal	\$160	2.50	\$400.00
John Mora	Litigation Support Manager	\$230	0.30	\$69.00
		\$240	2.40	\$576.00
Risa Mulligan	Librarian	\$150	0.20	\$30.00
		\$170	23.20	\$3,944.00
		\$180	16.00	\$2,880.00
Patricia Parker	Trial Technologist	\$205	20.10	\$4,120.50
Linda Pietrofere	Senior Legal Assistant	\$230	31.50	\$7,245.00
Thomas Ryan	Trial Technologist	\$205	285.50	\$55,862.50
Kirt Suomela	Scientific Advisor	\$275	33.30	\$9,157.50
		\$290	110.80	\$32,132.00
		\$305	4.50	\$1,372.50
Aaron R. Thorp	Practice Support Project Coordinator	\$195	34.40	\$6,708.00
		\$210	15.60	\$3,276.00
		\$220	19.00	\$4,180.00
Michael Timpani	Librarian	\$195	0.50	\$97.50
Elizabeth Y. Walker	Senior Legal Assistant	\$240	30.50	\$7,320.00
Logan B. West	Legal Assistant	\$85	125.80	\$10,693.00
		\$90	21.50	\$1,935.00
Gerald Willey	Senior Legal Assistant	\$300	2.50	\$750.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Sub-Total:	--	--	46,517.20	\$27,076,209.25⁶
Agreed Reductions:	--	--	--	(\$51,122.50)⁷
Orrick Write Offs:	--	--	--	(\$20,630.25)⁸
TOTAL FEES REQUESTED IN THIS FINAL FEE APPLICATION:	--	--	--	\$27,004,456.50
Blended Rate (excludes paralegal and other paraprofessional time):	\$632.19			

⁶ The data in this chart includes all hours billed and fees incurred by Orrick during the Final Fee Period as compiled by Orrick's accounting department and does not account for certain reductions and write offs agreed to by Orrick during these Chapter 11 Cases.

⁷ In connection with Orrick's request for Court approval of its quarterly fee applications, Orrick agreed to reduce its fees in the aggregate amount of \$51,122.50, which reductions were approved by the Court. [Dkt. Nos. 16105, 17629, 19663, 20283, 22354, 23352, 23996, 25397, 27188, 29054, 30036]. Orrick is not seeking reimbursement from the Debtors' estates for this amount.

⁸ Due to mathematical and clerical errors in certain of its monthly and quarterly fee applications from 2006 and 2007, Orrick did not seek reimbursement from the Debtors' estates for a total of \$20,630.25 in fees that it billed for work performed for the Former FCR. Orrick has treated these fees as a write-off (in addition to those fees and expenses it wrote off before being billed) and is not seeking reimbursement for such fees in this Final Fee Application.

**SUMMARY OF COMPENSATION BY
PROJECT CATEGORY DURING FINAL FEE PERIOD**

Project Category	Hours Billed	Fees Requested
Case Administration	358.10	\$60,725.00
Due Diligence	252.50	\$182,065.00
Compensation of Professionals – Orrick	1,603.50	\$525,081.50
Compensation of Professionals – Other	951.30	\$250,898.00
Insurance	3,729.00	\$2,329,625.50
Litigation	31,591.50	\$18,966,449.50
Plan and Disclosure Statement	5,872.70	\$3,825,419.00
Retention of Professionals – Orrick	276.00	\$110,961.50
Retention of Professionals – Other	353.40	\$188,338.50
Travel (Non-Working)	1,258.90	\$430,245.25
Trust Distribution Procedures	270.30	\$206,400.50
Sub-Total:	46,517.20	\$27,076,209.25⁹
Agreed Reductions:	--	(\$51,122.50)¹⁰
Orrick Write Offs:	--	(\$20,630.25)¹¹
TOTAL FEES REQUESTED IN FINAL FEE APPLICATION:	--	\$27,004,456.50

⁹ The data in this chart includes all hours billed and fees incurred by Orrick during the Final Fee Period as compiled by Orrick's accounting department and does not account for certain reductions and write offs agreed to by Orrick during these Chapter 11 Cases.

¹⁰ In connection with Orrick's request for Court approval of its quarterly fee applications, Orrick agreed to reduce its fees in the aggregate amount of \$51,122.50, which reductions were approved by the Court. [Dkt. Nos. 16105, 17629, 19663, 20283, 22354, 23352, 23996, 25397, 27188, 29054, 30036]. Orrick is not seeking reimbursement from the Debtors' estates for this amount.

¹¹ Due to mathematical and clerical errors in certain of its monthly and quarterly fee applications from 2006 and 2007, Orrick did not seek reimbursement from the Debtors' estates for a total of \$20,630.25 in fees that it billed for work performed for the Former FCR. Orrick has treated these fees as a write-off (in addition to those fees and expenses it wrote off before being billed) and is not seeking reimbursement for such fees in this Final Fee Application.

SUMMARY OF EXPENSES INCURRED DURING FINAL FEE PERIOD

Expense Category	Expenses Requested
Brinks	\$92.66
Capitol District Services	\$767.82
Color Copies	\$1,043.75
CourtCall	\$29,685.55
Court Filing Fees	\$45.00
Court Messenger Services	\$85.00
Court Reporting Services	\$32,475.43
Court and Deposition Transcripts	\$9,405.20
Desksite Services for Presentations	\$720.00
Document Technologies Inc.	\$29,067.37
Duplicating/Facsimile	\$170,400.15
Equipment Rental/Purchases Estimation Hearing	\$12,158.31
Experts	\$955,315.93
Litigation Support Services	\$7,324.21
Meals	\$36,448.56
Pacer	\$35,970.81
Parcels Document Retrieval Services	\$1,515.55
Parking	\$5,819.99
Postage/US Postal and Express Mail	\$71,913.60
Staff Overtime	\$3,029.03
Subpoena Service	\$200.00
Telephone	\$6,009.06
Travel – Agent Fees	\$74.00
Travel – Air	\$203,597.33
Travel – Hotel	\$97,548.07
Travel – Mileage	\$4,302.88
Travel – Taxi and Tolls	\$21,448.75
Travel – Train	\$78,097.51
Westlaw/Lexis Research	\$344,639.90
Williams Lee Document Services	\$34,535.79
Sub-Total:	\$2,193,737.21
Agreed Reductions:	(\$24,845.88) ¹²
TOTAL EXPENSES REQUESTED IN FINAL FEE APPLICATION	\$2,168,891.33

¹² In connection with Orrick's request for Court approval of its quarterly fee applications, Orrick agreed to reduce its expenses in the aggregate amount of \$24,845.88, which reductions were approved by the Court. [Dkt. Nos. 16105, 16916, 18270, 18989, 19663, 20283, 21173, 22354, 23352, 24470, 25397, 27188, 27622, 28705, 29054, 30036, 30440, 30907]. Orrick is not seeking reimbursement from the Debtors' estates for this amount.

ORRICK, HERRINGTON & SUTCLIFFE LLP

Dated: May 12, 2014

By: /s/ DEBRA L. FELDER

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